



## **NORTHEAST OHIO AREAWIDE COORDINATING AGENCY M E M O R A N D U M**

**TO: Governance Committee Members**

Armond Budish, County Executive, Cuyahoga County  
James W. Dvorak, Commissioner, Geauga County  
John R. Hamercheck, Commissioner, Lake County  
William F. Hutson, Commissioner, Medina County  
Lori Kokoski, Commissioner, Lorain County  
Matt Lundy, Commissioner, Lorain County  
Valarie J. McCall, Chief, Communications, Government & International Affairs,  
City of Cleveland

**FROM:** Armond Budish, Chair

**DATE:** August 16, 2019

**RE: Governance Committee  
Friday, August 23, 2019, at 10:00 a.m.**

**NOACA Offices  
1299 Superior Avenue, Cleveland, Ohio**

Please note that in addition to the members listed above, any interested Board members are welcome to attend. Notice of this meeting has been publicly posted, and major public media has been notified.

I look forward to seeing you on **Friday, August 23<sup>rd</sup> at 10:00 a.m. at the NOACA offices.**





**NORTHEAST OHIO AREAWIDE COORDINATING AGENCY**  
**Friday, August 23, 2019, 10:00 a.m. – 11:30 a.m.**  
**NOACA Offices**  
**1299 Superior Avenue, Cleveland, Ohio 44114**

**GOVERNANCE COMMITTEE AGENDA**

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Next Regular Meeting: ***Friday, November 8, 2019 at 10:00 a.m.***  
***NOACA Offices, 1299 Superior Avenue in Cleveland,***  
***Ohio***



**Agenda Item**  
**No. 1**

**MINUTES**





## **NOACA Governance Committee Meeting**

May 10, 2019

NOACA Offices

1299 Superior Avenue, Cleveland, Ohio 44114

**Present:** Please see the attached attendance record.

Chief Valarie McCall convened the Governance Committee meeting at 10:05 a.m.

### **Meeting Minutes**

A motion was made by Commissioner Matt Lundy to approve the minutes of the Governance Committee meeting held on February 8, 2019. The motion was seconded by Mr. Mike Foley. Chief McCall abstained from voting. The motion passed by voice vote.

### **Public Involvement**

No public comments were made at this meeting.

### **Chair's / Executive Director's Report**

No report was presented at this meeting.

### **ACTION ITEMS**

No action items were presented at this meeting.

### **PRESENTATION / DISCUSSION ITEMS**

#### **Ohio Turnpike and Infrastructure Commission Membership**

Ms. Grace Gallucci provided background on the Ohio Turnpike and Infrastructure Commission (OTIC), formerly known as Ohio Turnpike Commission. She stated that OTIC has a significant role in the advancement of autonomous and connected vehicle technology and it impacts the rest of the transportation system, particularly freight, and is a partner on the Great Lakes Hyperloop feasibility study. She said OTIC could be a good addition to the NOACA Board, and can be either voting or non-voting.

Ms. Gallucci stated that if the Governance Committee would like to move forward with the membership, the Code of Regulations will need to be modified, approved by the Board, and sent to each county for ratification.

Chief McCall asked if ODOT is a voting member. Ms. Gallucci said yes and mentioned that the Ohio Environmental Protection Agency (EPA) is an ex-officio member.

Commissioner Lundy stated that Lorain County has a vested interest in the Ohio Turnpike and would like to work more closely with OTIC. However, he pointed out the following for the Committee to consider:

- The nexus of the Ohio Turnpike has been defined as 75 miles outside of the NOACA region and OTIC has provided funding to projects in areas not contiguous to the Turnpike
- OTIC may abstain from a number of votes if it has a direct interest in something or there is a conflict of interest
- There is no opportunity to get any funding from OTIC because of its debt service of \$390 million

Commissioner Lundy suggested that perhaps NOACA invite OTIC to the table as an ex-officio member to have discussions about the Hyperloop and Opportunity Corridor.

Commissioner Lundy stated that each MPO, located along the Ohio Turnpike, should be offered a seat on the OTIC board, as well.

Mr. Foley said he supports OTIC being a non-voting member of the NOACA Board.

Chief McCall stated that OTIC is planning to infuse new technology into the Turnpike. She said NOACA may be able to work with OTIC on some projects, such as recharging stations. She suggested that NOACA staff invite Director Ferzan Ahmed to a NOACA Board meeting so he can share OTIC's vision, talk about OTIC projects, and provide the Board with another perspective. She said she supports NOACA making OTIC an ex-officio member of the NOACA Board.

Mr. Jim Cordes suggested that staff find out if OTIC will serve on other MPO boards before making it an ex-officio member of the NOACA Board. He said OTIC has not been the easiest organization to work with over the decades, and its new philosophy has not been tested yet.

Ms. Gallucci said she spoke to Commissioner Bill Hutson, who was unable to attend the meeting, and communicated that his support for the addition of OTIC as a member of the NOACA Board would be limited to non-voting status.

Chief McCall suggested inviting Mayor Jerry Hruby to speak to the NOACA Board, as well.

Commissioner Lundy said he would be interested in knowing what OTIC's legal counsel thinks about its organization having a seat on the NOACA Board and if it has any concerns about conflict of interest. He suggested that Ms. Gallucci contact the MPOs located along the Ohio Turnpike.

Ms. Gallucci stated that Director Ahmed is interested in being at the table and would be fine with having an ex-officio seat.

Chief McCall asked if Director Ahmed elaborated on why he wanted OTIC to be a member of the NOACA Board.

Ms. Gallucci stated that Director Ahmed is interested in participating in discussions related to the Hyperloop, financing, new technology, and possible Turnpike pilots. She said she got the impression Director Ahmed only reached out to NOACA, rather than the other MPO's along the corridor, because its headquarters is in the City of Berea, which is in the NOACA region. Ms. Gallucci said she will contact Director Ahmed and the other MPO executive directors to get their thoughts on NOACA giving OTIC a Board seat. She said staff will provide the Governance Committee with an update so it can make a decision on the membership.



Chief McCall suggested that Ms. Gallucci speak to Director Ahmed first before contacting the other MPOs. She also suggested that NOACA not wait too long before making a decision on the membership.

### **Member Dues Allocation Discussion**

Ms. Billie Geyer provided background on the member dues and the Code of Regulations: Section 3.4 membership dues and she mentioned that invoices are sent out in July. She reviewed the percentages of dues NOACA receives from the five counties.

Ms. Gallucci mentioned that Lake County used to provide a Board seat to one of its municipalities, but a couple of years ago, the county gave that seat to Laketran.

Ms. Gallucci explained why Cuyahoga County pays a portion of Cleveland's dues and will continue to do so until the city receives its two additional seats.

Chief McCall stated that if the issue with the two seats can be resolved, the city would pay its own dues.

Ms. Gallucci talked about how NOACA staff discovered the error of the two seats. She mentioned that a few years ago, Geauga County inquired about leaving NOACA, requiring staff research the issue. During that research, staff discovered what appeared to be a math error that was made when the weighted vote was removed in 2009, which resulted in Cleveland being short two seats. She noted that the issue was presented to the Board, modifications to the Code of Regulations were sent out to the five counties for ratification. She mentioned that Geauga County chose not to ratify the document.

Ms. Griffith mentioned that revisions were made to all articles, except Article IV, in the Code.

Ms. Gallucci stated that Article IV of the Code of Regulations is the membership (member numbers and names) and is the only section that requires ratification.

Commissioner Jim Dvorak said Geauga County does not want to leave NOACA.

Commissioner Lundy suggested that NOACA resolve the Cleveland issue before adding an additional member to the Board. He also suggested that NOACA look at a majority vote of 2/3<sup>rd</sup>. Ms. Gallucci stated that changes would have to be ratified by all five counties.

Chief McCall mentioned there is more cohesion with the Board now than there was in the past. She pointed out that NOACA is technically not operating within its bylaws and she said she would like the Committee to continue discussing this issue.

Commissioner Lundy said it does not seem like a workable approach for one county to hold up changes that need to be made to the Code of Regulations.

Commissioner Lundy asked if NOACA can provide a Board seat to the Lorain County Port Authority. Ms. Gallucci stated that seats are given to every county based on population and are assigned from within each county. She noted that Lorain County has seven seats and could have discretion on five of its seats, and could include a rotation or assignment of its port authority. She noted that Lorain County cannot change the seats for the cities of Elyria and Lorain.

A motion was made by Commissioner Lundy to have the Board address the allocation of seats based on population as stated in the Code of Regulations. The motion was seconded by Mr. Cordes.

Ms. Griffith mentioned that the 2020 Decennial Census will be coming up and may reflect population issues.

Ms. Gallucci stated that NOACA staff, with assistance from the county engineers, developed a formula to ensure a minimum of three seats for each county, in preparation of the next U.S. Census, which will probably be released in 2022. She noted that there is a possibility that future changes to the Board seats could result in court action.

Mr. Foley said he supports NOACA fixing the seat allocation issue.

The Governance Committee voted and the motion passed by voice vote.

A motion was made by Commissioner Lundy to have NOACA explore alternatives to the ratification requirement in Article IX of the Code of Regulations. The motion was seconded by Mr. Foley.

Ms. Gallucci mentioned that independent counsel reviewed the seat allocation language in the Code of Regulations and recommended that NOACA reconcile the conflict, which did not work.

Ms. Gallucci stated that one option would be to dissolve and restructure NOACA. Ms. Griffith said restructuring NOACA would probably require ratification, as well.

The Governance Committee voted and the motion passed by voice vote.

### **NOACA Standing Committee Structure**

Ms. Gallucci provided background on changes made to NOACA's committee structure.

Chief McCall mentioned that Board members were not active in the committees under the previous structure. She discussed NOACA's previous project approval process and explained how the new process works. Ms. Gallucci said the meetings are more meaningful now.

Ms. Gallucci compared NOACA's previous committee structure to the current structure. She noted that under the previous structure, there was no opportunity for the Board to thoroughly review items prior to voting on them. Ms. Gallucci stated that with the previous process, project decisions were made at the monthly RTIS meeting, and with the new process, the Finance and Audit Committee and the Planning and Programming Committee make those decisions.

Chief McCall said the previous process did not provide an opportunity to air out issues, while the new process allows for due diligence.

Ms. Gallucci stated that county engineers, who attended the monthly RTIS meeting, would often lead funding initiatives and had more discretion on the advancement of their own projects. She mentioned that some communities would not submit requests to NOACA because they believed NOACA funding was only available for county engineer sponsored projects, and the county engineers and commissioners viewed NOACA funding as a pivotal part of their budgets.

Commissioner Dvorak inquired about the timeframe to get a road project approved with the new process. Ms. Gallucci said the process is the same in terms of timing with the opportunity to make quarterly amendments. Chief McCall said the new structure allows amendments to move quickly through the process.

Ms. Gallucci talked about NOACA's previous and current project amendment process.

Commissioner John Hamercheck asked if the Vrooman Road bridge project is the poster child for why things got changed. Ms. Gallucci said the reason for the change was the process, but noted that the Vrooman Road project is an example of a project that went through the RTIS process rather than being vetted through the current committee structure.

Chief McCall stated that the I-90 Interchange was the poster child for why NOACA made changes to its process. Ms. Gallucci said weighted voting was removed as a result of the I-90 Interchange.

### **Reports / Updates**

No reports / updates were presented at this meeting.

### **Old Business**

No old business was discussed at this meeting.

### **New Business**

No new business was discussed at this meeting.

### **Adjournment**

Chief McCall stated that the next Governance Committee meeting will be held at the NOACA offices on August 9, 2019 at 10:00 a.m. There being no further business, the meeting was adjourned at 11:20 a.m.



**PUBLIC INVOLVEMENT**



**Agenda Item  
No. 3**

**PRESIDENT'S/EXECUTIVE DIRECTOR'S REPORT**





**Agenda Item**  
**No. 4**

**ACTION ITEMS**



**PRESENTATIONS/DISCUSSION ITEMS**





## **NORTHEAST OHIO AREAWIDE COORDINATING AGENCY**

### **MEMORANDUM**

**TO:** NOACA Governance Committee

**FROM:** Grace Gallucci, Executive Director

**DATE:** August 16, 2019

**RE:** **Establishment of NOACA County Engineers Advisory Council**

#### **ACTION REQUESTED**

No action is requested at this time. The council is asked to discuss the idea of creating a County Engineers Advisory Council.

#### **BACKGROUND/JUSTIFICATION FOR CURRENT ACTION**

In 2013, the Code of Regulations was modified to create a comprehensive Committee structure. The objective was to allow for stronger Board engagement and decision making. As a result, the Planning and Programming Committee, Policy Committee and the Finance and Audit Committee were created as well as the Transportation Subcommittee. At the same time, the RTIS and TAC were dissolved. Although the County Engineers are still represented on the Planning and Programming Committee and are charter members of the Transportation Subcommittee, there has been some concern regarding adequate representation and engagement of the engineers. Thus, the exploration of an advisory council solely consisting of county engineers is requested, with the objective of providing a platform for their further involvement in the work of NOACA, particularly project and policy development.

According to NOACA by-laws, Board action is required for the creation of Councils.

#### **FINANCIAL IMPACT**

There is no financial impact.

#### **CONCLUSION/NEXT STEPS**

NOACA will follow the Governance Committee guidance in creating the structure and membership of the County Engineers Advisory Council, to be formally presented to the Executive Committee for placement on the December Board of Directors' agenda. Pending Board approval, the NOACA County Engineers Advisory Council will be convened in January 2020.





## **NORTHEAST OHIO AREA WIDE COORDINATING AGENCY**

### **MEMORANDUM**

**TO:** NOACA Governance Committee

**FROM:** Grace Gallucci, Executive Director

**DATE:** August 16, 2019

**RE:** Ohio Turnpike and Infrastructure Commission Membership

#### **ACTION REQUESTED**

No action is requested at this time. This item is for information only.

#### **BACKGROUND/JUSTIFICATION FOR CURRENT ACTION**

At the May Governance Committee meeting, it was suggested that NOACA consider offering ex officio Board membership to the Ohio Turnpike and Infrastructure Commission. That conversation will continue at the August Governance Committee meeting.

Staff will present research requested by the Governance Committee, including Board structures of peer organizations relative to participation of tolling agencies on MPO boards. Currently, besides the NOACA region, the Ohio Turnpike touches Toledo (TMACOG), Erie County (ERMPO), Akron (AMATS) and Youngstown (EASTGATE). None of those metropolitan planning organizations have an Ohio Turnpike presence on their policy boards. Within the NOACA region, in addition to the Ohio Turnpike running through portions of Cuyahoga and Lorain counties, its headquarters are located in Cuyahoga County

#### **FINANCIAL IMPACT**

There is no financial impact.

#### **CONCLUSION/NEXT STEPS**

If, the Governance Committee recommends adding the OTIC to the NOACA Board, a modification of the Code of Regulations would be required, as well as ratification by all five counties.

GG/8237c







## NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

### MEMORANDUM

**TO:** NOACA Governance Committee

**FROM:** Grace Gallucci, Executive Director

**DATE:** August 16, 2019

**RE:** **NOACA Board Membership by Population**

#### **ACTION REQUESTED**

No action is requested at this time. This item is for information and presentation only.

#### **BACKGROUND/JUSTIFICATION FOR CURRENT ACTION**

At the May 10, 2019, meeting of the NOACA Governance Committee, a motion was passed directing the Board to address the allocation of seats based on population as suggested by NOACA's Code of Regulations. Specifically, the Code states, in relevant part, as follows, in Article IV, Section 4.2:

The Board of Directors shall consist of representatives from the five-county area. The goal for representation is to bring to the Board's discussions and decision-making the principal elected officials and regional administrators of the NOACA area concerned with transportation and environmental planning, **while assuring to the area's citizens an approximation of equal representation by population. Board positions shall be granted based on requirements of this section** and individual Board members shall be specified annually at the first meeting. Each County shall be responsible for assuring appropriate representation according to this section, recognizing the goal for representation, dues procedures, and compliance within each County and the Agency's mission.

The remainder of Section 4.2 consists of a list of the specific members of the NOACA board, indicated by position or title, including the voting representative of the Ohio Department of Transportation, resulting in a Board of 44 members. The representative of the Ohio Environmental Protection Agency, which is an ex officio position, is not included in the 44 member total. This specific list of board members was added to the Code of Regulations in 2009, and was intended to reflect board representation assigned by population across the five NOACA member counties.

The Governance Committee noted during its last review of the Code of Regulations in 2016, that the language in Section 4.2 expressing the goal of representation by population is inconsistent with the specific list of board members in Section 4.2(a)-(f).

In addition, in the course of analyzing board membership in relation to an issue unrelated to those under discussion now, the NOACA staff discovered a math error that was made when board seats were assigned in 2009, which resulted in Cleveland being short two seats based on population at the time. Furthermore, it appears that counter to the Code of Regulation language, counties were given a minimum of three members, without regard for population.

The Board approved amendments to the Code of Regulations that would correct this math error, mandate the three member minimum per county, as well as make clear that board representation was to be adjusted to reflect changes in population as reported in each decennial census. The approved language is attached for your reference. NOACA staff, with assistance from the county engineers, developed a formula to ensure a minimum of three seats for each county when population adjustments are made. These recommended amendments were sent to the five counties for ratification as required by Article IX of the Code, but Geauga County chose not to take action on this item, thereby leaving both the math error and the inconsistent language in Section 4.2 regarding representation by population unresolved.

The Governance Committee has previously expressed reluctance to attempt further amendments to the Code of Regulations unless there is some degree of certainty that any proposed amendments would be ratified by the Counties, as required by the Code.

The Governance Committee could reintroduce the amendment to Section 4.2 correcting the math error made with respect to the City of Cleveland's representation and awarding two additional board seats to the City, resulting in a board of 46 voting members. The Committee could also reintroduce the amendment to address the issue of representation by population, providing for automatic adjustments based on the decennial census, as well as codifying the three member minimum for each county. These amendments could be combined or proposed separately, perhaps based on likelihood of ratification, which would be required absent separate changes to Article IX of the Code.

#### **FINANCIAL IMPACT**

There is no financial impact for this item.

#### **CONCLUSION/NEXT STEPS**

Based on the Committee's input, staff will follow up as needed, including preparation of suggested amendments to be reviewed by the Committee and presented to the Board.

GG/8238c

## ARTICLE IV

### BOARD OF DIRECTORS

**Section 4.2 Composition; Alternates; Term; Process for Apportioning Board Seats.** The Board of Directors shall consist of representatives from the five-county area. The goal for representation is to bring to the Board's discussions and decision-making the principal elected officials and regional administrators of the NOACA area concerned with transportation and environmental planning, while assuring to the area's citizens ~~an approximation of~~substantially equal representation by population as reported in each decennial census. Board positions shall be ~~granted~~apportioned among the five counties based on population to arrive at a Board of 45 total members, which number shall not include any representatives of the Ohio Department of Transportation or the Ohio EPA. However, if, based on this apportionment any county would have less than three (3) representatives on the Board of Directors, such county or counties would be awarded additional representation to ensure a minimum of three (3) representatives at all times. If such an adjustment is required, the number of seats awarded to the county with the greatest population would be reduced to maintain total Board membership of 45 members. ~~Requirements of this section and~~ individual Board members shall be specified annually at the first meeting. Each County shall be responsible for assuring appropriate representation according to this section, recognizing the goal for representation, dues procedures and compliance within each County and the Agency's mission. Each member of the Board shall be entitled to vote on all matters submitted to the Board for a vote.

To apportion Board seats under this section, within 180 days following the publication of each decennial census, the Board shall calculate and determine such changes to Board composition as shall be necessary to conform to the requirements of this section. Such changes may be made by resolution of the Board of Directors and shall not require ratification by the five counties under Article IX.

Notwithstanding the foregoing, by adoption of these amendments to Article IV, the City of Cleveland shall be awarded two (2) additional seats on the Board, commencing January 1, 2017, and effective until the publication of the next decennial census. This adjustment to representation will temporarily increase the total number of seats on the Board to 47 until the next apportionment is made as required by the provisions of this section.

<b>(a) <u>Cuyahoga County</u></b>		<b><u>Votes</u></b>
(i) County Government		
(A) County Executive .....	1	
(B) Director of Public Works .....	1	
(C) County Executive Appointee.....	1	
(D) County Council Member .....	1	
(ii) Regional Authorities		
(A) Northeast Ohio Regional Sewer District .....	1	
(B) Greater Cleveland Regional Transit Authority (President of the Board of Trustees or General Manager, as the President of the Board of Trustees may designate).....	1	
(C) Cleveland-Cuyahoga Port Authority.....	1	

<b>TOTAL</b>	7
(iii) Cuyahoga Suburban Regions	
(A) West Shore Region	1
(B) Southwest Region	1
(C) South/Central Region	1
(D) Cuyahoga Region	1
(E) Chagrin/Southeast Region	1
(F) Heights Region	1
(G) Hillcrest Region	1
(H) City of Cleveland Heights	1
(I) City of Euclid	1
(J) City of Lakewood	1
(K) City of Parma	1
<b>TOTAL</b>	11
(iv) City of Cleveland	
(A) Mayor (Chief of Government Affairs)	1
(B) Director of Capital Projects	1
(C) Council Member	1
(D) Council Member	1
(E) Council Member	1
(F) City Planning Director	1
(G) Additional member	1
(F)(H) Additional member	Ad 1
<b>TOTAL</b>	86
(b) <u>Geauga County</u>	
(i) County Commissioner	1
(ii) County Commissioner	1
(iii) County Commissioner	1
<b>TOTAL</b>	3
(c) <u>Lake County</u>	
(i) County Commissioner	1
(ii) County Commissioner	1
(iii) County Commissioner	1
(iv) County Engineer	1
(v) Laketran	1
<b>TOTAL</b>	5
(d) <u>Lorain County</u>	
(i) County Commissioner	1
(ii) County Commissioner	1
(iii) County Commissioner (County Engineer)	1
(iv) City of Lorain	1
(v) City of Elyria	1
(vi) Municipal Representative	1
(vii) Township Representative	1
<b>TOTAL</b>	7

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<b>(e) <u>Medina County</u></b>	
(i) County Commissioner .....	1
(ii) County Commissioner (Municipal Representative) .....	1
(iii) County Commissioner (Township Representative) .....	1
(iv) County Engineer .....	1
<b>TOTAL .....</b>	<b>4</b>
 <b>(f) <u>State of Ohio</u></b>	
(i) Department of Transportation.....	1
(appointment to be made by ODOT Director)	
 <b>TOTAL .....</b>	 <b>464</b>

## ARTICLE IX

### AMENDMENTS

This Code of Regulations may be altered, amended or repealed only by a majority vote of the Board of Directors. However, with the exception of adjustments to Board composition based on shifts in population as set forth in Section 4.2, which adjustments may be made by majority vote of the Board of Directors, any matters relating to Article IV of this Code of Regulations shall be altered, amended or repealed only upon written approval of each County of the NOACA area. Alteration, amendment or repeal of this Code may be initiated by the Board either after a special meeting called for that purpose or at any regular meeting where notice of such purpose was given at the immediately preceding regular meeting.





## **NORTHEAST OHIO AREAWIDE COORDINATING AGENCY**

### **MEMORANDUM**

**TO:** NOACA Governance Committee

**FROM:** Grace Gallucci, Executive Director

**DATE:** August 16, 2019

**RE:** **Ratification Requirement in NOACA Code of Regulations**

#### **ACTION REQUESTED**

No action is requested at this time. This item is for information and presentation only.

#### **BACKGROUND/JUSTIFICATION FOR CURRENT ACTION**

At the May 10, 2019, meeting of the NOACA Governance Committee, a motion was passed directing the Board to explore alternatives to the ratification requirement in Article IX of the Code of Regulations. Specifically, Article IX of the Code states, in relevant part:

This Code of Regulations may be altered, amended or repealed only by a majority vote of the Board of Directors. However, any matters relating to Article IV of this Code of Regulations shall be altered, amended or repealed only upon written approval of each County of the NOACA area.

Counsel has given the opinion that any amendment to Article IX's ratification requirement for amendments to Article IV would itself require ratification by the five counties, since such amendment would relate to Article IV.

NOACA's Board of Directors previously approved an amendment to Article IX of the Code allowing adjustments to the composition of NOACA's board based on population by action of a majority of the Board and without further ratification. Geauga County chose not to take action on this issue, leaving the language in Article IX as originally written.

The ratification requirement ensures that NOACA Board composition is agreed upon by all of the member Counties, and that the goals for Board representation reflected in Section 4.2 of the Code are achieved. Section 4.2 states:

The Board of Directors shall consist of representatives from the five-county area. The goal for representation is to bring to the Board's discussions and decision-making the principal elected officials and regional administrators of the NOACA area concerned with transportation and environmental planning, while assuring to the area's citizens an approximation of equal representation by population.

While the ratification requirement has precluded NOACA from making appropriate adjustments to its board membership, any changes to such requirement should consider the goals set forth in Section 4.2.

Among the alternatives to Article IX's ratification requirement are the following:

- Allowing automatic adjustment to board composition based on population as reported by the decennial census
- Allowing adjustment to board composition based on population as reported by the decennial census by action of a majority of the Board
- Limiting the ratification requirement to amendments to Section 4.2 only, instead of all section of Article IV
- Requiring approval of 4 out of 5 of the member counties for changes to Article IV or Section 4.2
- Permitting amendments to Article IV or Section 4.2 by action of a hyper majority of the Board (i.e., 80%), and eliminating the ratification provisions altogether

#### **FINANCIAL IMPACT**

There is no financial impact for this item.

#### **CONCLUSION/NEXT STEPS**

Based on the Committee's input, staff will follow up as needed, including preparation of suggested amendments to be reviewed by the Committee and presented to the Board.

GG/8239c



**Agenda Item  
No. 6**

**REPORTS/UPDATES**



**Agenda Item**  
**No. 7**

**OLD BUSINESS**



**Agenda Item**  
**No. 8**

**NEW BUSINESS**



Agenda Item  
No. 9

**ADJOURN**

